

10th June 2024,

Dear Member,

FINAL APPOINTMENTS FORM: Annual General Meeting 2024

Appointments can now be made for the 2024 AGM enabling your Club to have its say and vote.

You can still vote even if you can't attend the AGM by choosing your voting options and assigning a proxy to vote for you. First, please read the information below carefully and the original AGM pack that was sent to you [here](#).

What are the votes about this year?

You can see all of the resolutions in Appendix 1 attached (and the headings are in the MS forms voting form). As well as the normal director appointments and auditor appointment, there are two special resolutions from an Affiliated Club that want to change the articles of association about how Elected Directors are appointed and re-appointed.

A bit of context for these special resolutions:-

- The Board received two resolutions from Bartek Luszcz on behalf of IBB Polonia London (seconded by Cisel Ormanci on behalf of Little Giants VC, Geoff Allen on behalf of Wessex VC and by Jayne Jones on behalf of Cardiff VC) about how Elected Directors are appointed and re-appointed. A full copy is attached at Appendix 3 & 4 with explanatory notes that the Club sent. Please note that a separate seconder form was received from Wessex VC so it doesn't appear in Appendix 3.
- The Board looked at those resolutions and got independent legal advice. Some parts of the resolutions make sense to improve the governance processes we follow, but some parts are impractical for us to do and go against the law or the Code for Sports Governance.
- We tried to talk to the Affiliated Club that proposed them to find a middle ground that keeps most of the changes but avoids the ones that are problematic.
- But the Affiliated Club and its backers didn't agree to the middle ground the Board offered. So, the resolutions go to the vote as they are.
- This is why the Board can't support the resolutions. We explain more in Appendix 2.
- Clubs can of course, choose how to vote. But for the reasons above the Board recommends that Affiliated Clubs vote against the special resolutions.
- The Board would welcome open discussions at the AGM on the proposals for re-appointing Elected Directors and will include any agreed positions in our policies and procedures after the AGM (which we can do without changing the Articles).

How do I vote?

When you are ready you can make your appointment by:

- Completing this form ([via MS forms](#)) (or using the attached word version (annex 1) if you prefer but we recommend the MS form for ease and accuracy);
- In this you can state how your Club wants to vote;
- It must be filled out by **[5pm](#) on Thursday 20th June**;

- Once you fill it out you should confirm your submission by emailing (from your email address registered in Volleyzone) governance@volleyballengland.org with your Name, Club and date and time of submission.

We are of course on hand to address any questions you have in relation to the proposed Article changes, please email Governance@volleyballengland.org.

Charlie Ford, Company Secretary

Annex 1

APPOINTMENT FORM

The Appointment Form will be open from Monday 10th June 2024 and can be found as an MS form [here](#).

Appointment Form – Volleyball England AGM 2024

The purpose of this form is twofold.

Part A – Appointment of proxy or appointed representative (all Clubs to complete)

Where each affiliated Club will declare their representative. This may be an appointed representative or a proxy. The proxy vote may be given to the Chair to hold or to another person attending the meeting.

Part B – Voting indications

This is for Clubs that have determined how their proxy or representative shall vote at the meeting. If you do not complete this section, the proxy or representative will be able to use their discretion on any vote within the meeting.

The MS form will open from Monday 10th June 2024 to 5pm 20th June 2024.

Once completed, and to validate your club's response, please email governance@volleyballengland.org from the email address that we hold on VolleyZone for your club with the following information:

- Name
- Club
- Date and time of appointment form submission.

Your submission and accompanying email must be received by 5pm on Thursday 20th June 2024, any appointment forms/emails received after this time will not be valid.

YOUR DETAILS

You need to complete this form by 5pm on Thursday 20 June 2024. Any forms received after this date may not be accepted.

Full Name
Position held at Affiliated Club (Note to complete this form must be Chairperson, General Secretary or Treasurer as registered on VolleyZone) <ul style="list-style-type: none"> <input type="radio"/> Chairperson <input type="radio"/> General Secretary <input type="radio"/> Treasurer
Email Address (Note must match that registered for Club Chair, General Secretary or Treasurer on VolleyZone)
Affiliated Club Name
Affiliated Club Affiliation Number (can be located on VolleyZone)

PART A – APPOINTMENT OF PROXY OR APPOINTED REPRESENTATIVE

Please declare your club's preference.

OPTION A - Appoint a club member as your appointed representative at the AGM who must attend the AGM to vote (this may be yourself if you are attending).

OPTION B - Nominate the Chair of the meeting to vote by proxy on behalf of your club.

OPTION C - Nominate another attendee to vote by proxy on behalf of your club.

Please note.

By selecting your option, you confirm that the appointment of the proxy or authorised representative is duly authorised by the Affiliated Club in accordance with your constitutional procedures.

Volleyball England reserve the right to check the status of a nominated proxy or Authorised Representative

OPTION A	Appoint a club member as your appointed representative at the AGM who must attend the AGM to vote (this may be yourself if you are attending).	i
	Name your club representative:	
OPTION B	Nominate the Chair of the meeting to vote by proxy on behalf of your club.	i
OPTION C	Nominate another attendee to vote by proxy on behalf of your club.	i
	Name your proxy:	

PART B – VOTING INDICATIONS

Do you want to determine in advance how your proxy or appointed representative can vote on the day or leave them to use their discretion to vote in the meeting?

i	Set out our votes now
i	Let Proxy/Appointed Representative decide in the meeting

To re-appoint Duncan and Toplis as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which management accounts are laid and to authorise the directors to fix their remuneration	
i	For
i	Against
i	Abstain

To elect Alison Shipway in accordance with the Company's Articles of Association as an Elected Director (Board Recommendation: For).	
i	For
i	Against
i	Abstain
To elect Tracy Newton in accordance with the Company's Articles of Association as an Elected Director (Board Recommendation: For).	
i	For
i	Against
i	Abstain
To elect Jessica Keen in accordance with the Company's Articles of Association as an Elected Director (Board Recommendation: For).	

- | |
|--|
| <input type="checkbox"/> For
<input type="checkbox"/> Against
<input type="checkbox"/> Abstain |
|--|

To elect Simon Cowie in accordance with the Company's Framework Document as the Competitions Delivery Lead (Board Recommendation: For).
--

- | |
|--|
| <input type="checkbox"/> For
<input type="checkbox"/> Against
<input type="checkbox"/> Abstain |
|--|

To elect Adam Barr in accordance with the Company's Framework Document as the Clubs & Networks Delivery Lead (Board Recommendation: For).
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- | |
|--|
| <input type="checkbox"/> For
<input type="checkbox"/> Against
<input type="checkbox"/> Abstain |
|--|

To elect Stephen McKeown in accordance with the Company's Framework Document as the Coaching Delivery Lead (Board Recommendation: For).
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- | |
|--|
| <input type="checkbox"/> For
<input type="checkbox"/> Against
<input type="checkbox"/> Abstain |
|--|

THAT, the Company's articles of association be amended to delete Article 31.6 and by adopting new Article 31.6 as detailed in the final voting form notice (Board Recommendation: Against).
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- | |
|--|
| <input type="checkbox"/> For
<input type="checkbox"/> Against
<input type="checkbox"/> Abstain |
|--|

THAT, the Company's articles of association be amended to delete Article 32.5, the reordering of Articles 32.6 & 32.7 and replacing Article 32.1 as detailed in the final voting form notice (Board Recommendation: Against).
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- | |
|--|
| <input type="checkbox"/> For
<input type="checkbox"/> Against
<input type="checkbox"/> Abstain |
|--|

Once completed, and to validate your club's response, please email governance@volleyballengland.org from the email address that we hold on VolleyZone for your club with the following information:

- Name
- Club
- Date and time of appointment form submission.

Your submission and accompanying email must be received by 5pm on Thursday 20th June 2024, any appointment forms/emails received after this time will not be valid.

Appendix 1

ORDINARY RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as ordinary resolutions:

1. To re-appoint Duncan and Toplis as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which management accounts are laid and to authorise the directors to fix their remuneration.
2. To elect Alison Shipway in accordance with the company's articles as an Elected Director.
3. To elect Tracy Newton in accordance with the company's articles as an Elected Director.
4. To elect Jessica Keen in accordance with the company's articles as an Elected Director.
5. To appoint Simon Cowie in accordance with the Company's Framework Document as Competitions Delivery Lead.
6. To appoint Stephen McKeown in accordance with the Company's Framework Document as Coaching Delivery Lead
7. To appoint Adam Barr in accordance with the Company's Framework Document as Clubs and Networks Delivery Lead.

SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as special resolutions:

1. **IT IS HEREBY RESOLVED THAT**, the Articles of Association of Volleyball England be amended as follows:
 - (a) by deleting the present Article 31.6 and by adopting new Article 31.6 namely:
 - 31.6.1 Any member of Volleyball England who is currently part of a registered club, a registered referee, or registered coach can be nominated as an elected Board Director.
 - 31.6.2 When the term of an existing elected Director expires, or a vacancy occurs for any other reason within the number of elected Directors in Article 30.1.2, all those vacancies will be openly advertised to members.
 - 31.6.3 To be eligible to stand, an applicant needs to,
 - 31.6.3.1 Supply proof they are a member of a club that is currently affiliated, a registered referee or a registered coach.
 - 31.6.3.2 Be nominated by two people, showing proof that they are members of an Affiliated Club, a registered referee, or registered coach.

- 31.6.3.3 Undergo an open recruitment process overseen by the Nominations Committee. This is to be a formal, rigorous, transparent and minuted process.
- 31.6.4 The Nominations Committee will publish a matrix that displays the current and required skills, background and experience of the Board. This matrix will be used to create the role description and person specification for potential new Directors.
- 31.6.5 Candidates must show commitment to Volleyball England's objects, mission, vision, values, and aims, along with the knowledge, experiences, and skills outlined in the role description and person specification.
- 31.6.6 The Nominations Committee will inform candidates who, in their view, do not meet the requirements in 31.6.4 and give them the chance to respond before presenting the list of candidates to the Board for publication.
- 31.6.7 The Executive Board shall present to the voting members for election ALL candidates who complete the recruitment process and have shown they meet the identified requirements. The choice of elected Directors remains with the members and not the Board.
- 31.6.8 Candidates who are put before the membership for election prepare a curriculum vitae and reasons for being elected, and then Volleyball England circulates them with the AGM notice.

2. **IT IS HEREBY RESOLVED THAT**, the Articles of Association of Volleyball England be amended as follows:

(a) By deleting Article 32.5 that currently reads:

If, at the Annual General Meeting at which a Director retires by virtue of Articles 32.1, the Association does not fill the vacancy, subject to Articles 32.2 and 32.3, the retiring Director will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.

(b) As a consequence of deleting Article 32.5

1. renumber Article 32.6 as Article 32.5
2. Renumber Article 32.7 as Article 32.6 (c)

c) Replace Art 32.1, with the following wording:

All Elected Directors will retire from office at the end of their term (as determined in accordance with Article 31) at the Annual General Meeting creating a vacancy on the Board. When the vacancy is advertised, the retiring Elected Director will have the opportunity to apply and the Board will consider them for election along with other applicants, subject to the provisions of Article 32.

Appendix 2

Board summary of proposed special resolutions and impact

The Articles currently provide that Elected Directors are appointed pursuant to election by the Members, with candidates being put forward pursuant to an open recruitment process. Elected Directors can be reappointed for further terms of office, on the recommendation of the Nominations Committee and subject to a confirmatory vote by Members.

The proposal changes the way that Elected Directors are reappointed. It requires Elected Directors to be reappointed only after another open recruitment process. This changes the way that Volleyball England has dealt with reappointments.

A draft of the proposed Special Resolution regarding Article 31.6 was provided to the Board on 27 May, and that relating to Article 32.1 and 32.5 provided to the Board on 8 June. The Board's view as to the proposed Special Resolution regarding Article 31.6 was that the proposal added some potential value but as then drafted created problematic inconsistencies with the Articles. A number of efforts were made to agree with the proposers a revised version of the proposal which would ensure that the proposal would be consistent with the Articles. Save in one respect the Board's suggestions concerning the proposal were not accepted.

The Board has a duty to advise Members as to whether proposed changes to Volleyball England's governance add value - the overall view of the Board is that changes to the Articles of Association should only be made where it they are necessary, improve governance and do not put unnecessary burden on the way we are able to operate. It is the Board's view that the proposal does not add value, for the following reasons:

- 1) Under the provisions of the Articles and in line with the Code for Sports Governance, the Nominations Committee and the Board of Directors have a responsibility to only present Board Directors for reappointment if they are performing their duties effectively and their expertise and experience remain compatible with the Board skills matrix.
- 2) The Members are as a matter of course asked to vote on an Elected Director's reappointment. The proposal would retain this but add an unnecessary, burdensome and superfluous 'open recruitment' process. There are already adequate provisions within the Articles for Members to remove Elected Directors at any time if they feel they are not contributing to Board or the sport. If Members do not agree that an Elected Director should be reappointed the Articles allow them to vote this way at an AGM. If they do so vote, then a vacancy will arise and at that point it is appropriate to have 'open recruitment' process.
- 3) Article 32.5 states the process for Elected Directors to be reappointed, which encompasses a confirmatory resolution to be passed by Members. Members may recall that such a confirmatory resolution was withdrawn from the AGM in 2023, and an Elected Director was reappointed without the need for such a resolution. The Board took this exceptional step (supported by independent advice) as it was apparent at the time that the reappointment resolution had been compromised by the

provision of disinformation and inaccurate statements concerning that and other resolutions to be proposed by the Board.

- 4) The proposals do not make any substantive changes to the current Member-led mechanisms for the appointment and reappointment of Elected Directors. They have the sole effect of creating needless and burdensome process that will take time away from the effective governance of the sport. Aside from this, the proposal does little more than state how matters operate in practice in any event. (For example, where vacancies occur, we currently operate an open recruitment process, led by the Nominations Committee that follow the steps outlined in the proposed change to Article 31.6.)
- 5) The proposal relating to Article 32.5 is unnecessary and unhelpful for the reasons referred to above. In addition, however, it is also problematic as far as the reappointment of Independent Directors is concerned. These reappointments are not subject to resolutions of the Members. Independent Directors are appointed by the Board and can be reappointed. The reappointment takes place pursuant to Article 32.5, and removing Article 32.5 will create needless and avoidable complications in this regard.

The Board does not support making unnecessary changes to the Articles of Association. The proposals have the effect of creating provisions relating to matters that are already in place, and making changes that weaken the overall position of the organisation and that will add extra layers of unnecessary process and work with no added value.

The Board is committed to the maintenance of Volleyball England as a sport whose Members are at its heart. Consistent with that philosophy, the Board's position can only be that the adoption or otherwise of the resolution is ultimately for the Members. The Board would not, however, be acting in the best interests of the sport if it did not share with you its considered opinion regarding the proposal. That opinion is that the proposal as drafted does nothing to advance the interests of the sport.

Appendix 3

NOTICE OF PROPOSAL OF A SPECIAL RESOLUTION PURSUANT TO ARTICLE 20.4 OF THE ARTICLES OF ASSOCIATION OF ENGLISH VOLLEYBALL ASSOCIATION LIMITED

The appendix can be viewed [here](#)

Appendix 4

**NOTICE
OF PROPOSAL OF A SPECIAL RESOLUTION PURSUANT TO ARTICLE 20.4 OF THE
ARTICLES OF ASSOCIATION OF ENGLISH VOLLEYBALL ASSOCIATION LIMITED**

Can be viewed [here](#)